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Colonial Stock Transfer, Inc.
August 14, 2007

Gottaplay Interactive, Inc.
Matter of Rule 144 & Opinion of Counsel

Opinion

Based upon the foregoing and relying upon the accuracy of the information and documents provided, it is my opinion that the subject sale of the 311,011 Shares of the Company's Common Stock by the Seller is exempt from the registration provisions of the 1933 Act by reason of Rule 144 issued thereunder and provided that you receive instructions from the Seller's broker that are consistent with this opinion letter, please take the following action without delay:

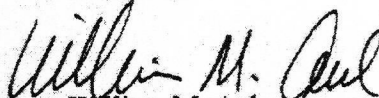
- (A) Issue the new share certificate for 311,011 Shares free of the restricted legend;
and
- (B) Issue a second new certificate, representing 1,688,989 Shares, with a restricted securities legend.

Time is of the essence and we understand that you are aware that my client has earned and held the Shares for the required holding period set forth in Rule 144(d). Any undue delay will cause injury and loss to the Seller.

I understand that the Seller has delivered the certificate representing the above Shares to your office or that the certificate will be delivered shortly.

On behalf of the Seller, I wish to express my appreciation for your assistance.

Sincerely,


William M. Aul

WMA: mds
cc: file